

GREENBERG TRAURIG, LLP

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*Counsel for Certain Noteholders of General Motors Nova  
Scotia Finance Company*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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<b>In re</b>	:	<b>Chapter 11</b>
	:	
<b>MOTORS LIQUIDATION COMPANY, et al.,</b>	:	<b>Case No. 09-50026 (REG)</b>
<b>f/k/a General Motors Corp., et al.,</b>	:	
	:	
<b>Debtors.</b>	:	<b>(Jointly Administered)</b>
	:	
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**THIRD AMENDED VERIFIED STATEMENT OF  
GREENBERG TRAURIG, LLP PURSUANT TO BANKRUPTCY RULE 2019**

Greenberg Traurig, LLP ("**GT**"), makes the following statement (this "**Third Amended 2019 Statement**") pursuant to Rule 2019 of the Federal Rules of Bankruptcy Procedure (the "**Bankruptcy Rules**") in connection with the above-captioned chapter 11 cases of Motors Liquidation Company, *et al.*, f/k/a General Motors Corp., *et al.* (collectively, the "**Debtors**"):

1. GT currently represents each of the following institutions solely with respect to its or its managed fund entities' respective claims based upon beneficial ownership of the

£350,000,000 8.375% Guaranteed Notes due December 7, 2015 (the “**2015 Notes**”), and the £250,000,000 8.875% Guaranteed Notes due July 10, 2023 (the “**2023 Notes**” and, collectively with the 2015 Notes, the “**Notes**”), issued by General Motors Nova Scotia Finance Company (“**Finance**”), which Notes are fully and unconditionally guaranteed by Motors Liquidation Company f/k/a General Motors Corporation (“**Motors**”):

<b>Client</b>	<b>Address</b>	<b>Principal Amount of Notes Held by Client or Client’s Managed Fund Entities (as reported herein)</b>	<b>Claim Amount (as of the filing thereof; November 30, 2009)</b>	<b>Approx. Date Notes Acquired or Sold</b>
Drawbridge Special Opportunities Advisors LLC, on behalf of its managed fund entities (“ <b>Drawbridge</b> ”)	1345 Avenue of the Americas, 46 <sup>th</sup> Floor New York, NY 10105 Fax: (212) 798-6099 Attn: Constantine M. Dakolias	2015 Notes - £13,130,639 (as of March 31, 2011)  2023 Notes - £6,008,083 (as of March 31, 2011)	\$31,910.024.55	4/19/2006 – 1/21/2011
Fortress Credit Opportunities Advisors LLC, on behalf of its managed fund entities (“ <b>Fortress</b> ”)	1345 Avenue of the Americas, 46 <sup>th</sup> Floor New York, NY 10105 Fax: (212) 798-6099 Attn: Constantine M. Dakolias	2015 Notes - £41,163,642 (as of March 31, 2011)  2023 Notes - £7,138,000 (as of March 31, 2011)	\$4,562,092.98	11/18/2008 – 1/14/2011
Worden Master Fund L.P., on behalf of its managed fund entities (“ <b>Worden I</b> ”)	1345 Avenue of the Americas, 46 <sup>th</sup> Floor New York, NY 10105 Fax: (212) 798-6099 Attn: Constantine M. Dakolias	2015 Notes - £2,022,719.00 (as of March 31, 2011)  2023 Notes - £317,917 (as of March 31, 2011)	N/A <sup>1</sup>	4/5/2010 – 1/21/2011
Worden Master Fund II L.P., on behalf of its managed fund entities (“ <b>Worden II</b> ”, and together with Worden I, “ <b>Worden</b> ”)	1345 Avenue of the Americas, 46 <sup>th</sup> Floor New York, NY 10105 Fax: (212) 798-6099 Attn: Constantine M. Dakolias	2015 Notes - £135,000 (as of March 31, 2011)	N/A	8/3/2010
Elliott Management Corporation, on behalf of its managed fund entities (“ <b>Elliott</b> ”)	712 Fifth Ave., 35 <sup>th</sup> Floor New York, NY 10019 Tel: (212) 974-6000 Fax: (212) 478-2311 Attn: Elliot Greenberg	2015 Notes - £67,000,000 (as of March 31, 2011)  2023 Notes - £11,000,000 (as of March 31, 2011)	\$125,230,903.59	9/24/2008 – 3/14/2011
Aurelius Capital Management, LP, on behalf of its managed fund entities (“ <b>Aurelius</b> ”)	535 Madison Ave., 22 <sup>nd</sup> Floor New York, NY 10022 Fax: (212) 786-5870 Attn: Dan Gropper	N/A <sup>2</sup>	\$138,250,962.36	6/24/2008 – 4/12/2011

<sup>1</sup> The Claim Amount listed here is the amount of the Claim acquired by Worden beginning as of April 5, 2010.

Appaloosa Management L.P., on behalf of its managed fund entities (“ <b>Appaloosa</b> ”)	51 John F. Kennedy Parkway Short Hills, NJ 07078 Tel: (973) 701-7000 Fax: (973) 701-7055	N/A <sup>3</sup>	\$296,362,537.37	10/16/2008 – 4/7/2011
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2. Amounts contained in the chart in paragraph 1 of this Third Amended 2019 Statement may or may not correspond to the holdings as set forth in proofs of claim filed with respect to the Notes prior to the date hereof and as disclosed in the prior statements filed herein to comply with Bankruptcy Rule 2019. Each claimant reserved its right to amend or supplement its proof(s) of claim.

3. On or about May 5, 2009, GT was engaged as attorneys by Appaloosa, Aurelius, Drawbridge, and Fortress to provide certain legal services in respect to their Notes. On or about May 31, 2009, Elliott also retained GT with respect to their Notes. In addition, on or about July 1, 2010, Worden retained GT with regard to their Notes. GT also represents certain of these entities in respect of other matters unrelated to these cases. Perry Partners, L.P., and Perry Partners International (collectively, “**Perry**”), included in certain of GT’s previously filed statements pursuant to Bankruptcy Rule 2019, currently do not own any Notes and are no longer represented by GT in these cases.

4. On or about November 12, 2009, GT was retained to act on behalf of Green Hunt Wedlake, Inc., the bankruptcy trustee appointed by the Supreme Court of Nova Scotia in Bankruptcy and Insolvency in the Matter of the Bankruptcy of General Motors Nova Scotia Finance Company pending under the Bankruptcy and Insolvency Act (Canada), Court No. 34181, Estate No. 51-125147, Hfx. No. 318069 (the “**Trustee**”) in connection with the Trustee’s

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<sup>2</sup> As of the filing of this Third Amended 2019 Statement, Aurelius no longer owns any Notes.

<sup>3</sup> As of the filing of this Third Amended 2019 Statement, Appaloosa no longer owns any Notes.

amended proof of claim filed against Motors in the amount of \$1,607,647,592.49, plus applicable interest, along with the costs, charges and expenses of the Finance bankruptcy. The Trustee acquired the claim upon its appointment on October 9, 2009.<sup>4</sup> GT no longer represents the Trustee in these cases. On September 20, 2010, as replacement counsel to the Trustee, Akin Gump Straus Hauer & Feld, LLP filed the Notice of Substitution of Counsel and Request for Service of All Pleadings and Documents [Docket No. 7016].

5. GT has also previously represented Remy International, Inc., Remy Inc., and Remy Power Products, LLC (collectively, “**Remy**”), and Oxbow Carbon & Minerals LLC (“**Oxbow**”) in connection with the Debtors’ chapter 11 cases. Those representations have concluded, and GT no longer represents those parties in connection with these cases.<sup>5</sup>

6. On November 9, 2009, GT filed the Verified Statement of Greenberg Traurig, LLP Pursuant to Bankruptcy Rule 2019 in the Debtors’ chapter 11 cases (the “**2019 Statement**”) [Docket No. 4413]. At a hearing held before the Court on November 20, 2009, the Court made certain comments concerning the 2019 Statement and also directed GT to review the amended 2019 statement filed by Michael Richman of Patton Boggs LLP and to file an amendment to the 2019 Statement substantially conforming to Mr. Richman’s amended 2019 statement. Tr. Hr’g Nov. 20, 2009, at 24:15-25:5. At the time of the November 20 hearing, GT was not familiar with the nature and content of the amended 2019 statement filed by Mr. Richman. After the hearing, GT has reviewed that statement, which was filed in connection with Patton Boggs’ representation of an unofficial committee of holders of certain GM bonds, the Unofficial

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<sup>4</sup> GT has provided assistance to certain non-client creditors in connection with the filing of proofs of claim in these cases. However, GT does not represent them in connection with these cases.

<sup>5</sup> GT acts as regular corporate counsel to Remy in connection with various other matters. Remy is represented in connection with its claims in the Debtors’ chapter 11 cases by other legal counsel.

Committee of Family & Dissident GM Bondholders. The disclosure requirements of Bankruptcy Rule 2019 with respect to committees are different from the disclosure requirements with respect to a law firm, like GT in this case, representing multiple individual clients. *See In re Northwest Airlines Corp.*, 363 B.R. 701, 703 (Bankr. S.D.N.Y. 2007); *In re CF Holding Corp.*, 145 B.R. 124, 126-27 (Bankr. D. Conn. 1992) (“Rule 2019(a)(4) . . . applies to the entity filing the Rule 2019 statement . . . *not* the parties represented by the [filing party].”) (emphasis in original). Accordingly, GT did not believe that Bankruptcy Rule 2019 requires the additional information requested by the Court.<sup>6</sup> However, given the Court’s direction, GT asked each of its clients to provide additional information concerning the time of any purchase or sale of the Notes by the client or its managed fund entities and the prices paid or received. This information was set forth in Exhibit B, attached to the Amended Verified Statement of Greenberg Traurig, LLP Pursuant to Bankruptcy Rule 2019, filed on November 30, 2009 in the Debtors’ chapter 11 cases (the “**Amended 2019 Statement**”) [Docket No. 4569].

7. On October 14, 2010, GT filed the Second Amended Verified Statement of Greenberg Traurig, LLP Pursuant to Bankruptcy Rule 2019 (the “**Second Amended 2019 Statement**”) to reflect its withdrawal as counsel to Perry, and to reflect certain activity since the filing of the Amended 2019 Statement [Docket No. 7319].

8. GT files this Third Amended 2019 Statement to reflect certain activity since the filing of the Second Amended 2019 Statement in the holdings of certain clients who have

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<sup>6</sup> The interpretation and application of Bankruptcy Rule 2019 in this context continue to be in issue. Certain courts have required disclosures in arguably similar situations, *see, e.g., In re Washington Mutual, Inc.*, 419 B.R. 271 (Bankr. D. Del. 2009) (Walrath, J.); *In re Accuride Corp.*, Case No. 09-13449 (BLS) (Order, Docket No. 633) (requiring ad hoc noteholder group to make disclosure under Bankruptcy Rule 2019), and certain courts have not, *see, e.g., In re Premier International Holdings, Inc.*, 423 B.R. 58, (Bankr. D. Del. 2010) (Sontchi, J.); *In re Philadelphia Newspapers, LLC*, 422 B.R. 271, (Bankr. E.D. Pa. 2010) (Raslavich, J.) (court recognized lack of uniformity of authority as to whether the law firm representing the multiple creditors at issue could be the “entity” subject to an obligation to make disclosure under the rule) (steering group of pre-petition lenders was not required to disclose). Certain of these orders remain subject to appeal.

provided such information to GT, including, in particular, the sale by Aurelius and Appaloosa of all of their Notes. This information is set forth in detail in **Exhibit A** hereto consistent with the form of disclosures made in the prior Amended 2019 Statement and Second Amended 2019 Statement. Similarly, the principal amount of the Notes held by GT's clients or their managed fund entities, as set forth in paragraph 1 hereof, has been updated accordingly.

9. GT will continue to supplement or amend the Amended 2019 Statement as necessary in accordance with the requirements of Bankruptcy Rule 2019.

10. GT in the past provided certain legal services to certain of the Debtors or their affiliates. To the best of GT's knowledge and information, GT has not provided any services to the Debtors or their affiliates since the commencement of the Debtors' chapter 11 cases. Upon further information and belief, GT does not hold any claims against or equity interests in the Debtors. GT has not made any inquiry concerning whether any shareholders or employees of GT hold personally any claims against or equity interests in the Debtors.

11. The undersigned declares under penalty of perjury that this Third Amended 2019 Statement is true and complete, to the best of the undersigned's personal knowledge, information and belief.

Dated: New York, New York  
April 28, 2011

By: /s/ Gary D. Ticoll

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*Counsel for Certain Noteholders of General  
Motors Nova Scotia Finance Company*

**Exhibit A**



**Elliott Management Corporation, on behalf of its managed fund entities<sup>7</sup>**

**General Motors Nova Scotia Finance Company - 2015 Notes (XS0171922643)**

<b>Trade Date</b>	<b>Security Description</b>	<b>Trans Type</b>	<b>Qty</b>	<b>Price</b>
03/03/09	GM 8.375% 07 DEC 2015	Buy	£2,000,000	21.500
11/18/08	GM 8.375% 07 DEC 2015	Buy	£15,000,000	20.500
09/24/08	GM 8.375% 07 DEC 2015	Buy	£50,000,000	43.000
<b>TOTAL as of</b>				
<b>3/31/2011</b>	<b>GM 8.375% 07 DEC 2015</b>		£67,000,000	

**General Motors Nova Scotia Finance Company - 2023 Notes (XS0171908063)**

<b>Trade Date</b>	<b>Security Description</b>	<b>Trans Type</b>	<b>Qty</b>	<b>Price</b>
03/03/09	GM 8.875% 10 JUL 2023	Buy	£4,000,000	21.000
03/14/11	GM 8.875% 10 JUL 2023	Buy	£7,000,000	50.00
<b>TOTAL as of</b>				
<b>3/31/2011</b>	<b>GM 8.875% 10 JUL 2023</b>		£11,000,000	

<sup>7</sup> Reflects changes since the filing of the Amended 2019 Statement, through March 31, 2011.

**Fortress Credit Opportunities Advisors LLC, on behalf of its managed fund entities<sup>8</sup>**

**General Motors Nova Scotia Finance Company - 2015 Notes (XS0171922643)**

<b>Trade Date</b>	<b>Security Description</b>	<b>Trans Type</b>	<b>Qty</b>	<b>Price</b>
1/14/2011	GM 8.375% 07 DEC 2015	Buy	£18,250,642.00	59.00
4/5/2010	GM 8.375% 07 DEC 2015	Buy	£5,000,000.00	62.25
4/5/2010	GM 8.375% 07 DEC 2015	Buy	£1,375,000.00	62.25
4/6/2010	GM 8.375% 07 DEC 2015	Buy	£1,415,000.00	62
4/6/2010	GM 8.375% 07 DEC 2015	Buy	£2,500,000.00	61
4/7/2010	GM 8.375% 07 DEC 2015	Buy	£8,125,000.00	62.5
4/7/2010	GM 8.375% 07 DEC 2015	Buy	£2,165,000.00	62
9/15/2009	GM 8.375% 07 DEC 2015	Sell	-£2,200,000.00	23
9/15/2009	GM 8.375% 07 DEC 2015	Sell	-£500,000.00	23.5
8/5/2009	GM 8.375% 07 DEC 2015	Sell	-£1,500,000.00	23
7/31/2009	GM 8.375% 07 DEC 2015	Sell	-£2,500,000.00	20.5
7/30/2009	GM 8.375% 07 DEC 2015	Sell	-£500,000.00	19.5
7/30/2009	GM 8.375% 07 DEC 2015	Sell	-£2,500,000.00	19.75
6/5/2009	GM 8.375% 07 DEC 2015	Buy	£200,000.00	45
6/3/2009	GM 8.375% 07 DEC 2015	Buy	£2,333,000.00	49.5
5/7/2009	GM 8.375% 07 DEC 2015	Buy	£2,000,000.00	14.5
11/18/2008	GM 8.375% 07 DEC 2015	Buy	£7,500,000.00	20.5
<b>TOTAL as of 3/31/2011</b>	<b>GM 8.375% 07 DEC 2015</b>		<b>£41,163,642.00</b>	

<sup>8</sup> Reflects changes since the filing of the Amended 2019 Statement, through March 31, 2011.

**Fortress Credit Opportunities Advisors LLC, on behalf of its managed fund entities<sup>9</sup>**

**General Motors Nova Scotia Finance Company - 2023 Notes (XS0171908063)**

<b>Trade Date</b>	<b>Security Description</b>	<b>Trans Type</b>	<b>Qty</b>	<b>Price</b>
4/8/2010	GM 8.875% 10 JUL 2023	Buy	£1,000,000.00	61.25
4/5/2010	GM 8.875% 10 JUL 2023	Buy	£1,125,000.00	62.25
4/6/2010	GM 8.875% 10 JUL 2023	Buy	£1,763,000.00	62
4/7/2010	GM 8.875% 10 JUL 2023	Buy	£3,000,000.00	64.25
10/13/2009	GM 8.875% 10 JUL 2023	Buy	£250,000.00	22
7/29/2009	GM 8.875% 10 JUL 2023	Sell	-£6,000,000.00	18.5
6/22/2009	GM 8.875% 10 JUL 2023	Sell	-£3,500,000.00	57.517
6/2/2009	GM 8.875% 10 JUL 2023	Buy	£3,333,000.00	51.25
6/2/2009	GM 8.875% 10 JUL 2023	Buy	£667,000.00	51
5/6/2009	GM 8.875% 10 JUL 2023	Buy	£5,500,000.00	11.5
<b>TOTAL as of</b>				
<b>3/3/1/2011</b>	<b>GM 8.875% 10 JUL 2023</b>		<b>£7,138,000.00</b>	

<sup>9</sup> Reflects changes since the filing of the Amended 2019 Statement, through March 31, 2011.

**Drawbridge Special Opportunities Advisors LLC, on behalf of its managed fund entities<sup>10</sup>**

**General Motors Nova Scotia Finance Company - 2015 Notes (XS0171922643)**

<b>Trade Date</b>	<b>Security Description</b>	<b>Trans Type</b>	<b>Qty</b>	<b>Price</b>
1/21/2011	GM 8.375% 07 DEC 2015	Buy	£1,512,860.00	62.00
1/21/2011	GM 8.375% 07 DEC 2015	Buy	£358,471.00	62.00
1/14/2011	GM 8.375% 07 DEC 2015	Sell	-£18,250,642.00	59.00
9/30/2010	GM 8.375% 07 DEC 2015	Sell	-£734.00	55.00
9/30/2010	GM 8.375% 07 DEC 2015	Sell	-£174.00	55.00
9/30/2010	GM 8.375% 07 DEC 2015	Sell	-£25,092.00	55.00
4/5/2010	GM 8.375% 07 DEC 2015	Buy	£4,750,000.00	62.25
4/5/2010	GM 8.375% 07 DEC 2015	Buy	£1,306,250.00	62.25
4/6/2010	GM 8.375% 07 DEC 2015	Buy	£1,345,200.00	62
4/6/2010	GM 8.375% 07 DEC 2015	Buy	£2,375,000.00	61
4/7/2010	GM 8.375% 07 DEC 2015	Buy	£7,718,750.00	62.5
4/7/2010	GM 8.375% 07 DEC 2015	Buy	£2,056,750.00	62
1/7/2010	GM 8.375% 07 DEC 2015	Sell	-£5,814,000.00	48.5
11/18/2009	GM 8.375% 07 DEC 2015	Sell	-£6,969,000.00	38
9/15/2009	GM 8.375% 07 DEC 2015	Sell	-£19,800,000.00	23
9/15/2009	GM 8.375% 07 DEC 2015	Sell	-£4,500,000.00	23.5
8/5/2009	GM 8.375% 07 DEC 2015	Sell	-£13,500,000.00	23
7/31/2009	GM 8.375% 07 DEC 2015	Sell	-£22,500,000.00	20.5
7/30/2009	GM 8.375% 07 DEC 2015	Sell	-£4,500,000.00	19.5
7/30/2009	GM 8.375% 07 DEC 2015	Sell	-£22,500,000.00	19.75
7/29/2009	GM 8.375% 07 DEC 2015	Sell	-£19,000,000.00	18.5
6/5/2009	GM 8.375% 07 DEC 2015	Buy	£400,000.00	45
6/3/2009	GM 8.375% 07 DEC 2015	Buy	£4,667,000.00	49.5
11/18/2008	GM 8.375% 07 DEC 2015	Buy	£17,500,000.00	20.5
10/17/2008	GM 8.375% 07 DEC 2015	Buy	£5,000,000.00	23
9/22/2008	GM 8.375% 07 DEC 2015	Buy	£50,000,000.00	44.5
9/12/2008	GM 8.375% 07 DEC 2015	Buy	£2,000,000.00	55
9/11/2008	GM 8.375% 07 DEC 2015	Sell	-£500,000.00	55.5
9/4/2008	GM 8.375% 07 DEC 2015	Buy	£50,000,000.00	53
<b>TOTAL as of</b>				
<b>3/31/2011</b>	<b>GM 8.375% 07 DEC 2015</b>		<b>£13,130,639.00</b>	

<sup>10</sup> Reflects changes since the filing of the Amended 2019 Statement, through March 31, 2011.

**Drawbridge Special Opportunities Advisors LLC, on behalf of its managed fund entities<sup>11</sup>**

**General Motors Nova Scotia Finance Company - 2023 Notes (XS0171908063)**

<b>Trade Date</b>	<b>Security Description</b>	<b>Trans Type</b>	<b>Qty</b>	<b>Price</b>
1/21/2011	GM 8.875% 10 JUL 2023	Sell	-£131,751.00	63.00
1/21/2011	GM 8.875% 10 JUL 2023	Sell	-£1,473,035.00	63.00
1/21/2011	GM 8.875% 10 JUL 2023	Sell	-£368,731.00	63.00
9/30/2010	GM 8.875% 10 JUL 2023	Sell	-£110.00	56.00
9/30/2010	GM 8.875% 10 JUL 2023	Sell	-£5,486.00	56.00
9/30/2010	GM 8.875% 10 JUL 2023	Sell	-£404.00	56.00
4/5/2010	GM 8.875% 10 JUL 2023	Buy	£1,068,750.00	62.25
4/6/2010	GM 8.875% 10 JUL 2023	Buy	£1,674,850.00	62
4/7/2010	GM 8.875% 10 JUL 2023	Buy	£2,850,000.00	64.25
4/8/2010	GM 8.875% 10 JUL 2023	Buy	£950,000.00	61.25
1/7/2010	GM 8.875% 10 JUL 2023	Sell	-£806,000.00	48.5
10/13/2009	GM 8.875% 10 JUL 2023	Buy	£2,250,000.00	22
6/22/2009	GM 8.875% 10 JUL 2023	Sell	-£8,000,000.00	57.517
6/2/2009	GM 8.875% 10 JUL 2023	Buy	£6,667,000.00	51.25
6/2/2009	GM 8.875% 10 JUL 2023	Buy	£1,333,000.00	51
9/4/2008	GM 8.875% 10 JUL 2023	Sell	-£54,900,000.00	48
8/21/2008	GM 8.875% 10 JUL 2023	Sell	-£10,000,000.00	48.75
8/21/2008	GM 8.875% 10 JUL 2023	Sell	-£5,000,000.00	48
8/13/2008	GM 8.875% 10 JUL 2023	Sell	-£5,000,000.00	52
7/9/2008	GM 8.875% 10 JUL 2023	Buy	£4,900,000.00	52.5
7/1/2008	GM 8.875% 10 JUL 2023	Buy	£5,000,000.00	55.25
6/16/2008	GM 8.875% 10 JUL 2023	Buy	£25,000,000.00	62.5
4/2/2008	GM 8.875% 10 JUL 2023	Buy	£20,000,000.00	66.5
4/1/2008	GM 8.875% 10 JUL 2023	Buy	£20,000,000.00	66.5
12/4/2006	GM 8.875% 10 JUL 2023	Sell	-£8,000,000.00	96.75
11/17/2006	GM 8.875% 10 JUL 2023	Sell	-£5,000,000.00	97
4/21/2006	GM 8.875% 10 JUL 2023	Buy	£5,000,000.00	72.25
4/21/2006	GM 8.875% 10 JUL 2023	Buy	£5,000,000.00	72.375
4/19/2006	GM 8.875% 10 JUL 2023	Buy	£3,000,000.00	71.75
<b>TOTAL as of</b>				
<b>3/31/2011</b>	<b>GM 8.875% 10 JUL 2023</b>		<b>£6,008,083.00</b>	

<sup>11</sup> Reflects changes since the filing of the Amended 2019 Statement, through March 31, 2011.

**Worden Master Fund L.P., on behalf of its managed fund entities<sup>12</sup>**

**General Motors Nova Scotia Finance Company - 2015 Notes (XS0171922643)**

<b>Trade Date</b>	<b>Security Description</b>	<b>Trans Type</b>	<b>Qty</b>	<b>Price</b>
1/21/2011	GM 8.375% 07 DEC 2015	Buy	£120,108.00	62.00
1/21/2011	GM 8.375% 07 DEC 2015	Buy	£8,561.00	62.00
8/10/2010	GM 8.375% 07 DEC 2015	Buy	£865,000.00	60.25
4/5/2010	GM 8.375% 07 DEC 2015	Buy	£250,000.00	62.25
4/5/2010	GM 8.375% 07 DEC 2015	Buy	£68,750.00	62.25
4/6/2010	GM 8.375% 07 DEC 2015	Buy	£70,800.00	62
4/6/2010	GM 8.375% 07 DEC 2015	Buy	£125,000.00	61
4/7/2010	GM 8.375% 07 DEC 2015	Buy	£406,250.00	62.5
4/7/2010	GM 8.375% 07 DEC 2015	Buy	£108,250.00	62
<b>TOTAL as of 3/31/2011</b>	<b>GM 8.375% 07 DEC 2015</b>		<b>£2,022,719.00</b>	

**General Motors Nova Scotia Finance Company - 2023 Notes (XS0171908063)**

<b>Trade Date</b>	<b>Security Description</b>	<b>Trans Type</b>	<b>Qty</b>	<b>Price</b>
1/21/2011	GM 8.875% 10 JUL 2023	Sell	-£26,483.00	63.00
4/5/2010	GM 8.875% 10 JUL 2023	Buy	£56,250.00	62.25
4/6/2010	GM 8.875% 10 JUL 2023	Buy	£88,150.00	62
4/7/2010	GM 8.875% 10 JUL 2023	Buy	£150,000.00	64.25
4/8/2010	GM 8.875% 10 JUL 2023	Buy	£50,000.00	61.25
<b>TOTAL as of 3/31/2011</b>	<b>GM 8.875% 10 JUL 2023</b>		<b>£317,917.00</b>	

<sup>12</sup> Reflects changes since the filing of the Amended 2019 Statement, through March 31, 2011.

**Worden Master Fund II L.P., on behalf of its managed fund entities<sup>13</sup>**

**General Motors Nova Scotia Finance Company - 2015 Notes (XS0171922643)**

<b>Trade Date</b>	<b>Security Description</b>	<b>Trans Type</b>	<b>Qty</b>	<b>Price</b>
8/3/2010	GM 8.375% 07 DEC 2015	Buy	£135,000.00	60.25

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<sup>13</sup> Reflects changes since the filing of the Amended 2019 Statement, through March 31, 2011.